



DONELAN CLEARY
WOOD & MASER, P.C.

RECORDATION NO. 22077 FILED

MAR 18 '99

11-15AM

March 18, 1999

New Recordation No.

Dear Mr. Williams:

On behalf of BancBoston Leasing Inc., I submit for filing and recording under 49 U.S.C. § 11301(a) and the regulations applicable thereunder, executed counterparts of a primary document, not previously recorded, entitled Memorandum of Railroad Equipment Lease Agreement ("Lease"), entered into as of February 22, 1999.

The parties to the enclosed Lease are:

BancBoston Leasing Inc. - LESSOR
100 Federal Street
Boston, MA 02110

Southdown, Inc. - LESSEE
1200 Smith Street
Houston, TX 77002

The said Lease, among other things, acts to lease the equipment listed in Attachment A to the Lessee by the Lessor.

The equipment covered by the instant Lease is as identified in Attachment A thereto, copy attached.

A short summary of the Lease to appear in the Surface Transportation Board Index is as follows:

"Covers 31, NEW 3,260 Cubic Foot 115 ton Twin Covered Hopper Cars, SDWX numbers."

Enclosed is a check in the amount of twenty six dollars (\$26.00) in payment of the filing fee.

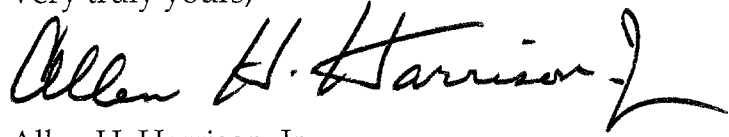
ATTORNEYS AND COUNSELORS AT LAW

1100 New York Avenue, Suite 750, N.W., Washington, D.C. 20005-3934, Tel: 202-371-9500, Fax: 202-371-0900

Counterparts to H. Harrison

Once the filing has been made, please return to bearer the stamped counterpart(s) of the document not required for filing purposes, together with the letter/fee receipt from the Surface Transportation Board acknowledging the filing, and the two extra copies of this letter of transmittal.

Very truly yours,

A handwritten signature in black ink, reading "Allen H. Harrison, Jr." with a stylized flourish at the end.

Allen H. Harrison, Jr.
*Attorney for BancBoston Leasing Inc.,
for the purpose
of this filing.*

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423
Enclosures

BY HAND

8201-020

Attachment A
to
Memorandum of Railroad Equipment Lease

To the Memorandum of Lease dated as of February 17, 1999, between BancBoston Leasing Inc., as Lessor and Southdown, Inc., as Lessee.

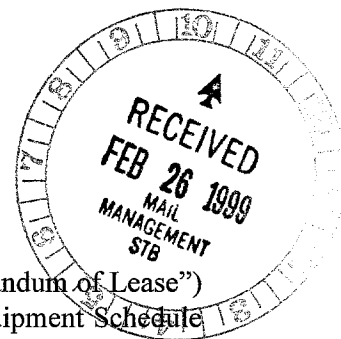
Thirty-One (31) NEW 3,260 Cubic Foot 115 Ton Twin Covered Hopper Cars, with the following standard specifications:

<u>Certificate No.BK</u>	<u>Light Weight</u>	<u>Load Limit</u>
SDWX 10001	55100	230900
SDWX 10002	55100	230900
SDWX 10007	55000	231000
SDWX 10008	55200	230800
SDWX 10009	55200	230800
SDWX 10010	55000	231000
SDWX 10011	55100	230900
SDWX 10012	55200	230800
SDWX 10013	54700	231300
SDWX 10014	55000	231000
SDWX 10018	54900	231100
SDWX 10146	54800	231200
SDWX 10150	54700	231300
SDWX 10153	54700	231300
SDWX 10156	54300	231700
SDWX 10159	54800	231200
SDWX 10165	54300	231700
SDWX 10174	54600	231400
SDWX 10176	54600	231400
SDWX 10179	54800	231200
SDWX 10180	54900	231100
SDWX 10182	54900	231100
SDWX 10187	55100	230900
SDWX 10189	54900	231100
SDWX 10190	55000	231000
SDWX 10197	54800	231200
SDWX 10198	54800	231200
SDWX 10210	54700	231300
SDWX 10212	54600	231400
SDWX 10218	55100	230900
SDWX 10223	54800	231200

The Equipment referenced above is located on the premises of the Lessee at:
1200 Smith Street, Houston, Texas 77002

MAR 18 '99

11-15AM

MEMORANDUM OF
RAILROAD EQUIPMENT LEASE AGREEMENT

THIS MEMORANDUM OF RAILROAD EQUIPMENT LEASE ("Memorandum of Lease") entered into as of this 22 day of February, 1999 is intended to evidence the Equipment Schedule dated as of February 17, 1999, between BancBoston Leasing Inc. as Lessor ("Lessor") and Southdown, Inc. as Lessee ("Lessee") pursuant to that certain Master Lease Finance Agreement dated as of June 13, 1995, between Lessor and Lessee, (the Equipment Schedule and the Master Lease Finance Agreement, collectively, hereinafter referred to as the "Lease"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board under Section 49 of U.S.C. 11301. Lessee has the right to use **Thirty-One (31) New 3,260 Cubic Foot 115 Ton Twin Covered Hopper Cars** (together, the "Equipment") as more particularly described on the Attachment A attached hereto and made a part hereof. Lessee is renting from Lessor all of the Equipment at the rental rate and upon the terms and conditions as provided under the Lease.

IN WITNESS WHEREOF, Lessor and Lessee, each pursuant to due corporate authority, has executed this Memorandum of Lease on the date indicated below its signature.

LESSOR:

BANCOSTON LEASING INC.

By: Paula E. DeLauerName: PAULA E. DELAUERTitle: ASSISTANT VICE PRESIDENTDate: 2/23/99

LESSEE:

SOUTHDOWN, INC.

By: L. Craig CarletonName: L. Craig CarletonTitle: Assistant TreasurerDate: February 22, 1999

STATE OF MASSACHUSETTS)

) SS:

COUNTY OF SUFFOLK)

On this 23rd day of FEBRUARY, 1999, before me the subscriber KATHLEEN J. DAVIS, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared Paula E. DeLawter to me personally known, who stated and acknowledged that she is the Assistant Vice President of BancBoston Leasing Inc., a Massachusetts corporation, and duly authorized by authority of the Board of Directors or By-laws of said corporation in her capacity as such officer to execute and acknowledge this Memorandum of Lease for and in the name and on behalf of said corporation and further stated and acknowledged that she has so signed, executed and delivered this Memorandum of Lease as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal as of this 23rd day of FEBRUARY, 1999.

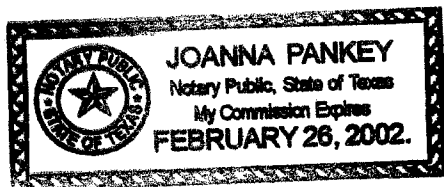
Kathleen J. Davis
Notary Signature

6/14/2002
My Commission Expires

STATE OF Texas)
COUNTY OF Harris) SS:

On this 22nd day of February, 1999, before me the subscriber, Joanna Pankey, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person L. Craig Carleton, to me personally known, who stated and acknowledged that he/she is the Assistant Treasurer of Southdown, Inc., a Louisiana corporation, and duly authorized by authority of the Board of Directors or By-laws of said corporation in his/her capacity as such officer to execute and acknowledge this Memorandum of Lease for and in the name and on behalf of said corporation and further stated and acknowledged that he/she has so signed, executed and delivered this Memorandum of Lease as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal as of this 22nd day of February, 1999.



Joanna Pankey
Notary Signature

2-26-2002
My Commission Expires

Attachment A
to
Memorandum of Railroad Equipment Lease

To the Memorandum of Lease dated as of February 17, 1999, between BancBoston Leasing Inc., as Lessor and Southdown, Inc., as Lessee.

Thirty-One (31) NEW 3,260 Cubic Foot 115 Ton Twin Covered Hopper Cars, with the following standard specifications:

<u>Certificate No.BK</u>	<u>Light Weight</u>	<u>Load Limit</u>
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